

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

N. V. REICHERT
VICE PRESIDENT FINANCE

NO 8-255A011
SEP 12 1978
Date.....
Fee \$.....

September 7, 1978

ICC Washington, D. C.

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9441-A Filed & Recorded

SEP 12 1978 9 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 1, dated as of August 25, 1978, between Bethlehem Steel Corporation and Trailer Train Company. Five (5) counterpart originals of the Manufacturing Agreement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, flush deck, all purpose flatcar	FC	4	TTX	979231-979234

"All units will have marked on each side thereof the following legend:

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

Copy E. Kennedy
Conrad

RECEIVED
SEP 12 9 25 AM '78
I.C.C.
FEE OPERATION BR.

Mr. Robert L. Oswald
September 7, 1978
Page Two

- 1116.4(e) - A prior recordation of the Manufacturing agreement dated as of June 1, 1978, to which this Supplement No. 1 is made a part, was made on June 13, 1978 at 9:30 a.m., recordation number 9441.
- 1116.4(f) - Four (4) counterpart originals of the Manufacturing Agreement being recorded should be returned to the undersigned at the above address.

Very truly yours,

A handwritten signature in black ink, appearing to read "T.D. Marion". The signature is written in a cursive, slightly stylized font.

T. D. Marion
Assistant Treasurer

TDM:ph

Enclosures

RECORDATION NO. 9441-A

Filed & Recorded

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

SEP 12 1978 -9 22 AM

INTERSTATE COMMERCE COMMISSION

dated as of August 25, 1978, between
BETHLEHEM STEEL CORPORATION (hereinafter
called the Manufacturer) and TRAILER
TRAIN COMPANY (hereinafter called the
Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 13, 1978, at 9:30 a.m., recordation number 9441, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

BETHLEHEM STEEL CORPORATION

(CORPORATE SEAL)

By

David R. Adams
Vice President

ATTEST:

R. J. Masters
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By

R. R. Zimmerman
Treasurer

ATTEST:

T. D. Marlow
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF LEHIGH

SS:

On this 11th day of September, 1978, before me personally appeared David H. H. H., to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

E. H. Vary
Notary Public

(NOTARIAL SEAL)

My Commission expires:

July 17, 1982

STATE OF ILLIONIS
COUNTY OF COOK

SS:

On this 7th day of September, 1978, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret R. Goltz
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires July 7, 1982

Annex A
BETHLEHEM STEEL CORPORATION
(Manufacturer)
TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification Contract Number</u>
89'4", 70-ton capacity, hydraulic draft gear all purpose flatcar	4	979231-979234	\$43,300	\$173,200	Sept. '78	#68-43-052572 T-1078-B

Item 2: February 25, 1979

Item 3: February 25, 1979